

BALL JANIK LLP

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RECORDATION NO. 22754-B FILED

DEC 19 '00 2:23 PM

TS  
SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

December 19, 2000

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release from Surface Transportation Board Filed Encumbrance a secondary document, dated as of December 18, 2000. The primary document to which this is connected is recorded under Recordation No. 22754. We request that one copy of this document be recorded under Recordation No. 22754-B.

The name and address of the party to the Partial Release from Surface Transportation Board Filed Encumbrance is:

Secured Party:

The Bank of Nova Scotia  
600 Peachtree Street, Suite 2700  
Atlanta, GA, 30308

A description of the equipment covered by the Partial Release from Surface Transportation Board Filed Encumbrance consists of two GP-38 locomotives numbered TPW 3821 and 3878; one GP-40 locomotive numbered TPW 4020; four GP-40-2 locomotives numbered TPW 4052, 4053, 4054, and 4055; and one GP-40-X locomotive numbered TPW 4056.

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Honorable Vernon A. Williams  
December 19, 2000  
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A fee of \$26.00 is enclosed. Please return one original of the document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Release from Surface Transportation Board Filed Encumbrance by The Bank of Nova Scotia, 600 Peachtree Street, Suite 2700, Atlanta, GA, 30308, covering two GP-38 locomotives numbered TPW 3821 and 3878; one GP-40 locomotive numbered TPW 4020; four GP-40-2 locomotives numbered TPW 4052, 4053, 4054, and 4055; and one GP-40-X locomotive numbered TPW 4056.

Very Truly Yours,



Louis E. Gitomer

Enclosures

Partial Release from Surface Transportation Board Filed Encumbrance

Reference herein is made to the U.S. Pledge and Security Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, the “Pledge and Security Agreement”), dated as of February 4, 2000, made by RailAmerica, Inc., a Delaware corporation, Palm Beach Rail Holdings, Inc., a Delaware corporation, and RailAmerica Transportation Corp., a Delaware corporation (the “Company”) and each Subsidiary (as defined in the Pledge and Security Agreement) of the Company a signatory thereto, in favor of The Bank of Nova Scotia, as Administrative Agent for each of the Secured Parties.

The Administrative Agent, as of December 18<sup>th</sup>, 2000, hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of the property listed on Schedule I as attached hereto that was recorded with the Surface Transportation Board under Recordation Number 22754.

THE BANK OF NOVA SCOTIA,  
As Administrative Agent

By: W. J. Brown  
Title: W.J. BROWN  
VICE PRESIDENT

State of Georgia                   )  
County of Fulton                 ) ss.

On this 18<sup>th</sup> day of December, 2000, before me, JAMES WILSON the undersigned Notary Public, personally appeared William Brown personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

James R. Walker  
Notary Public for Gwinnett

My Commission expires 8/22/03

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**SURFACE TRANSPORTATION BOARD**

## SCHEDULE I

Two GP-38 locomotives numbered TPW 3821 and 3878; one GP-40 locomotive numbered TPW 4020; four GP-40-2 locomotives numbered TPW 4052, 4053, 4054, and 4055; and one GP-40-X locomotive numbered TPW 4056.